



STATE OF CALIFORNIA  
FRANCHISE TAX BOARD  
SACRAMENTO, CALIFORNIA  
TELEPHONE (916) 224-0001

July 12, 1979

Fluor Corporation  
3333 Nicholson Drive  
Irvine, CA 92730

Attention: John F. Southworth

Issued To: Fluor Corporation  
Corporate Number 1091010

This certificate expires on **October 13, 1978**

THIS IS TO CERTIFY THAT all taxes imposed on the above named corporation under the Bank and Corporation Tax Law have been paid or are secured by bond, deposit or other security.

This tax clearance certificate does not automatically dissolve (or withdraw) the corporation but is only one step in the process. It is the responsibility of the corporation to file its final documents with the office of the Secretary of State (111 Capitol Mall, Sacramento, CA 95811) to formally go out of existence or withdraw.

Every corporation qualified to do business in this State is required to file a return and pay at least the minimum tax annually until it is dissolved or withdrawn through the office of the Secretary of State. The issuance of this certificate does not relieve the taxpayer or any person liable at law or in equity, of the liability for filing any return or the payment of any taxes which may have accrued prior to the effective date of dissolution or withdrawal as recorded by the Secretary of State.

A copy of this tax clearance certificate has been sent to the office of the Secretary of State at Sacramento, California. The original of this certificate may be retained for the files of the corporation.

This certificate is valid only upon the simultaneous qualification of Fluor Corporation, a Delaware Corporation.

FRANCHISE TAX BOARD

By

For Secretary of State  
For Franchise Tax Board

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11/12/79

Tax Clearance  
Certificate

# CERTIFICATE OF INCORPORATION OF FLUOR CORPORATION

First: The name of the Corporation is:

**FLUOR CORPORATION**

Second: The address of the registered office of the Corporation in the State of Delaware is 229 South State Street in the City of Dover, County of Kent, and the name of its registered agent at that address is The Proutice-Hall Corporation System, Inc.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares which the Corporation shall have authority to issue is 41,000,000; the total number of shares of Preferred Stock shall be 1,000,000 and each such share shall have no par value; the total number of shares of Common Stock shall be 40,000,000 and each such share shall have a par value of \$0.625.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix the voting rights, designations, powers, preferences and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereon, of any wholly unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding).

Fifth: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation.

Sixth: Bylaws shall not be made, repealed, altered, amended or rescinded by the stockholders of the Corporation except by the vote of the holders of not less than 90% of the total voting power of all outstanding shares of voting stock of the Corporation.

Seventh: The number of Directors of the Corporation shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors.

Eighth: The Board of Directors shall be and is divided into three classes, Class I, Class II and Class III. The number of directors in each class shall be the whole number contained in the quotient arrived at by dividing the authorized number of directors by three, and if a fraction is also contained in such quotient, then if such fraction is one-third, the extra director shall be a member of Class I, and if such fraction is two-thirds, one of the extra directors shall be a member of Class I and the other shall be a member of Class II. Each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending on the date of the annual meeting next following the end of the calendar year 1978, the directors first elected to Class II shall serve for a term ending on the date of the second annual meeting next following the end of the calendar year 1978, and the directors first elected to Class III shall serve for a term ending on the date of the third annual meeting next following the end of the calendar year 1978. Notwithstanding the foregoing formula provisions, in the event that, as a result of any change in the authorized number

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# SECOND EXECUTION OF AGREEMENT OF MERGER

The foregoing Agreement of Merger having been duly adopted and executed by FLUOR CORPORATION, a Delaware corporation, "Fluor Delaware", and by FLUOR CORPORATION, a California corporation, "Fluor California", in accordance with the General Corporation Law of the State of Delaware, and having been duly submitted to the stockholders of each of the said corporations and having been duly adopted by the affirmative vote of the controlling stock of each of said corporations, entitled to vote thereon, and these facts having been certified on said Agreement of Merger by the Secretary of Fluor Delaware and by the Secretary of Fluor California, the President of Fluor Delaware and the President of Fluor California do hereby execute said Agreement of Merger in accordance with the General Corporation Law of the State of Delaware and the Secretary of Fluor Delaware and the Secretary of Fluor California do hereby attest such execution of their respective corporations by the authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 14th day of July, 1978.

FLUOR CORPORATION  
a Delaware corporation

By

*J. R. Fluor*  
J. R. Fluor, President

ATTEST:

*Richard B. Hammon*  
Richard B. Hammon, Secretary

FLUOR CORPORATION  
a California corporation

By

*J. R. Fluor*  
J. R. Fluor, President

ATTEST:

*Richard B. Hammon*  
Richard B. Hammon, Secretary

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## State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenlon, Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger of the "FLUOR CORPORATION", a corporation organized and existing under the laws of the State of California, merging with and into the "FLUOR CORPORATION", a corporation organized and existing under the laws of the State of Delaware, under the name of "FLUOR CORPORATION", as received and filed in this office the fourteenth day of July, A.D. 1978, at 4:29 o'clock P.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this fourteenth day  
of July in the year of our Lord  
one thousand nine hundred and seventy-eight.



*Glenn C. Kenlon*  
Glenn C. Kenlon, Secretary of State

*Richard B. Hammon*  
Richard B. Hammon, Secretary of State

FORM 1-1

continues (1) the holders of such Preferred Stock or such series thereof, voting as a class, shall be entitled to elect such specified number of directors, pursuant to the provisions of such Preferred Stock or series thereof; (2) each such director shall serve for such term, and have such voting powers, as shall be stated in the provisions pertaining to such Preferred Stock or series thereof; and (3) whenever the holders of any such Preferred Stock or series thereof are divested of such rights to elect a specified number of directors, voting as a class, pursuant to the provisions of such Preferred Stock or series thereof, the terms of office of all persons who are then directors of the Corporation shall terminate upon the election of their successors by the holders of the common shares. The provision of Article EIGHTH (dealing with the classified Board) shall be applicable to the election of successors by the holders of the common shares, and directors shall be elected to classes as if they were the directors first elected to such class.

TENTH: Elections of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ELEVENTH: No action shall be taken by the stockholders except at an annual or special meeting of stockholders.

TWELFTH: At all elections of directors of the Corporation, a holder of any class or series of stock then entitled to vote in such election shall be entitled to as many votes as shall equal the number of votes which (except for this Article as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected in the election in which his class or series of stock is entitled to vote, and each stockholder may cast all of such votes for a single nominee for director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

THIRTEENTH: Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors or in the Bylaws of the Corporation, include the power to call such meetings, but such special meetings may not be called by any other person or persons; provided, however, that if and to the extent that any special meeting of stockholders may be called by any other person or persons specified in any provisions of the Certificate of Incorporation or any amendment thereto or any certificate filed under Section 151(g) of the Delaware General Corporation Law (or its successor statute as in effect from time to time hereafter), then such special meeting may also be called by the person or persons, in the manner, at the times and for the purposes so specified.

FOURTEENTH: The affirmative vote of the holders of not less than 80% of the total voting power of all outstanding shares of voting stock of the Corporation shall be required for the approval of any proposal that (1) the Corporation merge or consolidate with any other corporation or any affiliate of such other corporation if such other corporation and its affiliates singly or in the aggregate are directly or indirectly the beneficial owners of more than 5% of the total voting power of all outstanding shares of voting stock of the Corporation (such other corporation and any affiliate thereof being herein referred to as a "Related Corporation"), or that (2) the Corporation sell or exchange all or substantially all of its assets or business to or with such Related Corporation, or that (3) the Corporation issue or deliver any stock or other securities of its issue in exchange or payment for any properties or assets of such Related Corporation or securities issued by such Related Corporation, or in a merger of any affiliate of the Corporation with or into such Related Corporation or any of its affiliates, and to effect such transaction the approval of stockholders of the Corporation is required by law or by any agreement between the Corporation and any national securities exchange; provided, however, that the foregoing shall not apply to any such merger, consolidation, sale or exchange, or issuance or delivery of stock or other securities which was approved by resolution of the Board of Directors of the Corporation prior to the acquisition of the beneficial

ownership of more than 5% of the total voting power of all outstanding shares of voting stock of the Corporation by such Related Corporation and its affiliates, nor shall it apply to any such transaction solely between the Corporation and another corporation, 50% or more of the voting stock of which is owned by the Corporation. For the purposes hereof, (1) an "affiliate" is any person (including a corporation, partnership, trust, estate or individual) who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified; (2) "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise; and (3) in computing the percentage of outstanding Common Stock beneficially owned by any person, the shares outstanding and the shares owned shall be determined as of the record date fixed to determine the stockholders entitled to vote or express consent with respect to such proposal. The stockholder vote, if any, required for mergers, consolidations, sales or exchanges of assets or issuances of stock or other securities not expressly provided for in this Article, shall be such as may be required by applicable law.

FIFTEENTH: To the maximum extent permissible under Section 282 of the Delaware General Corporation Law, the stockholders of the Corporation shall be entitled to the statutory appraisal rights provided therein, notwithstanding any exception otherwise provided therein, with respect to any business combination involving the Corporation and any Related Corporation which requires the affirmative vote of the holders of not less than 80% of the total voting power of all outstanding shares of voting stock of the Corporation pursuant to the provisions of Article FOURTEENTH.

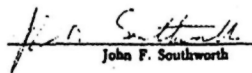
SIXTEENTH: The provisions set forth in this Article SIXTEENTH and in Articles SIXTH (dealing with the alteration of Bylaws by stockholders), EIGHTH (dealing with the classified board), ELEVENTH (dealing with the prohibition against stockholder action without meetings), TWELFTH (dealing with cumulative voting), FOURTEENTH (dealing with the 80% vote of stockholders required for certain mergers) and FIFTEENTH (dealing with appraisal rights of stockholders) may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of the holders of not less than 50% of the total voting power of all outstanding shares of voting stock of the Corporation.

SEVENTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles SIXTH, EIGHTH, ELEVENTH, TWELFTH, FOURTEENTH, FIFTEENTH and SIXTEENTH may not be repealed or amended in any respect unless such repeal or amendment is approved as specified in Article SIXTEENTH.

EIGHTEENTH: The name and mailing address of the incorporator of the Corporation is:

John F. Southworth  
3333 Michelson Drive  
Irvine, California 92730

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the Delaware General Corporation Law, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of January, 1978.

  
John F. Southworth

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ORIGINAL - RETURN ENTIRE COPY - DO NOT DETACH TUB

1990 ANNUAL FRANCHISE TAX REPORT

STATE USE ONLY

MICHAEL N. CASTLE, Governor  
MICHAEL HARKINS, Secretary of State  
Phone (302) 736-4225

STATE OF DELAWARE

FILED

FEB 18 1990



\$50.00 PENALTY

if not received on or before: MARCH 1, 1990

DELAWARE FRANCHISE TAX

P. O. BOX 7247-0113  
PHILA, PA. 19170-0113

1. AGENT  
8000012  
THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
32 LOCKERMAN SQUARE  
SUITE L-100  
DOVER DE 19901

2. FILE NUMBER 0848891 CORPORATION NAME FLUOR CORPORATION  
3. INCORPORATION DATE 01/23/1978 RENEWAL DATE REVOCATION DATE FEDERAL EMPLOYER ID. NO. 980740880 TYPE GENERAL  
4. NATURE OF BUSINESS PARENT (HOLDING) COMPANY 3333 MICHELSON DR., IRVINE, CA 92730  
5. PERIOD NOT ENDED IN BUSINESS DURING 1989 DATE FROM 8/89 DATE TO 10/31/89

7. AUTHORIZED STOCK OR BEGIN DATE	8. ENDING DATE	9. DESIGNATION OR STOCK CLASS	10. NO. OF SHARES	11. PAR VALUE/SHARE	12. NO. SHARES ISSUED	13. TOTAL GROSS ASSETS	14. ASSET DATE
03/23/81		COMMON PREFERRED	180,000,000 20,000,000	.0250 .0000	78,809,971	2,126,371,000	10/31/89

15. A. FRANCHISE TAX	16. B. 150.00 PENALTY (IF APPLICABLE)	17. C. 1% MONTHLY INTEREST ON TAX & PENALTY (IF APPLICABLE)	18. D. ANNUAL FILING FEE	19. E. PREV. CREDIT OR BALANCE DUE	20. F. PREPAID QUARTERLY PAYMENTS
130,000.00		.00	10.00	.00	88,000.00

21. ASSETS FOR REGULATED INVESTMENT CORPS	22. DEDUCT PAYMENTS MADE AFTER	23. G. QUARTERLY INTEREST CHECK CHG	24. TOTAL PAYMENT DUE
JAN 1st Dec 31st	11/23/89	.00	88,010.00

10. APPOINTED DATE OF NEXT ANNUAL MEETING OF STOCKHOLDERS TO ELECT DIRECTORS 3/14/90

11. DIRECTORS NAME STREET/CITY/STATE/ZIP DATE TERM EXPIRES

SEE SCHEDULE ATTACHED

12. OFFICERS NAME STREET/CITY/STATE/ZIP DATE TERM EXPIRES

PRESIDENT SEE SCHEDULE ATTACHED 3/14/90

VICE-PRESIDENT

SECRETARY

TREASURER

OTHER OFFICERS

13. PETITION FOR REVISION OF ASSESSMENT: State reason corporation requests a revision for not filing an adequate and/or timely Franchise Tax Report. (For nonstock corporation, requests removal of the \$50.00 late penalty.)

Reason:

14. ORIGINAL SIGNATURE (OFFICER, DIRECTOR OR INCORPORATOR) TITLE DATE  
X T. H. MORROW T. H. MORROW VICE PRESIDENT 2/2/90

FLUOR CORPORATION  
SCHEDULE OF OFFICERS AND DIRECTORS

C.L. Ahmanson	Director
H.K. Coble	Director
P.J. Fluor	Director
D.P. Gardner	Director
W.R. Grant	Director
R.L. Guyett	Director
B.R. Inman	Director
V.L. Kontny	Director
R.V. Lindsay	Director
E.M. Massey	Director
L.G. McCraw	Director
B. Mickel	Director
A.E. Puckett	Director
D.S. Tappan, Jr.	Director
L.H. Wilson	Director
D.S. Tappan, Jr.	Chairman of the Board and Chief Executive Officer
L.G. McCraw	President
R.L. Guyett	Sr. Vice President and Chief Financial Officer
N.A. Peterson	Sr. Vice President and Secretary
P.J. Trimble	Sr. Vice President-Law
C.J. Bradley	Vice President-Human Resources and Administration
J.R. Byron	Vice President-Government Relations
L.N. Fisher	Vice President-Corporate Law and Asst. Secretary
J.R. Fluor II	Vice President-Corporate Relations
W.M. Hofacre	Vice President-Financial Planning and Analysis
L.W. Lineberger	Vice President and Controller
T.H. Morrow	Vice President
R.D. Paul	Vice President-Financial and Operational Evaluation
J.O. Rollans	Vice President-Corporate Communications
W.D. Trammell	Vice President-Project Finance
N.L. Hancock	Asst. Secretary
S.R. Elliott	Asst. Treasurer

All Officers and Directors may be contacted at:

3333 Michelson Drive  
Irvine, CA 92730

All terms expire on 3/14/90

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